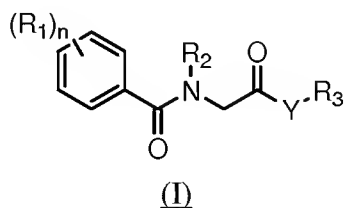


Amendments to the Claims

The listing of claims will replace all prior versions, and listings of claims in the application:

Listing of claims:

Claim 1. (Currently Amended) A compound of Formula I:



in which:

Y is ~~selected from O, NR₄ and S; wherein R₄ is selected from hydrogen, C₁₋₆alkyl, C₁₋₆alkoxy, halo-substituted C₁₋₆alkyl, halo-substituted C₁₋₆alkoxy, C₆₋₁₀aryl-C₀₋₄alkyl, C₃₋₈heteroaryl-C₀₋₄alkyl, C₃₋₁₂cycloalkyl-C₀₋₄alkyl and C₃₋₈heterocycloalkyl-C₀₋₄alkyl;~~

n is selected from 0, 1, 2, 3 and 4;

R₁ is ~~halo, methyl, ethyl or trifluoromethyl selected from halo, hydroxy, nitro, cyano, C₁₋₆alkyl, C₁₋₆alkoxy, halo-substituted C₁₋₆alkyl and halo-substituted C₁₋₆alkoxy, XC(O)R₄, XOC(O)R₄, XC(O)OR₄, XOR₄, XS(O)₂R₄, XS(O)R₄, XSR₄, XNR₄R₈, XC(O)NR₄R₈, XNR₄C(O)R₄, XNR₄C(O)OR₄, XNR₄C(O)NR₄R₈, XNR₄C(NR₄R₄)NR₄R₈, XP(O)(OR₄)OR₄, XOP(O)(OR₄)OR₄, XS(O)₂NR₄R₈, XS(O)NR₄R₈, XSNR₄R₈, XNR₄S(O)₂R₄, XNR₄S(O)R₄, XNR₄SR₄, XNR₄C(O)NR₄R₈, and XC(O)SR₄; wherein X is a bond or C₁₋₆alkylene; and R₄ and R₈ are independently selected from hydrogen, C₁₋₆alkyl, C₁₋₆alkoxy, halo-substituted C₁₋₆alkyl, halo-substituted C₁₋₆alkoxy, C₆₋₁₀aryl-C₀₋₄alkyl, C₃₋₈heteroaryl-C₀₋₄alkyl, C₃₋₁₂cycloalkyl-C₀₋₄alkyl and C₃₋₈heterocycloalkyl-C₀₋₄alkyl; or R₄ and R₈ together with the nitrogen atom to which R₄ and R₈ are attached form C₅₋₁₀heteroaryl or C₃₋₈heterocycloalkyl; wherein any aryl, heteroaryl, cycloalkyl or heterocycloalkyl of R₄ or the combination of R₄ and R₈ is optionally substituted~~

~~with 1 to 4 radicals independently selected from the group consisting of halo, hydroxy, cyano, nitro, C₁₋₆alkyl, C₁₋₆alkoxy, halo-substituted C₁₋₆alkyl and halo-substituted C₁₋₆alkoxy;~~

R₂ is selected from phenyl, benzo[1,3]dioxolyl, cyclopentyl, benzoxazolyl, benzthiazolyl, 2,3-dihydro-benzo[1,4]dioxinyl, 2,3-dihydro-benzofuranyl, 1H-indazolyl, 1H-indolyl, naphthyl and 2-oxo-2,3-dihydro-1H-indol-5-yl, each of which is optionally substituted by 1 to 5 radicals independently selected from halo, hydroxy, methoxy, trifluoro-methoxy, difluoro-methoxy, ethyl, methyl-sulfanyl, methyl-carbonyl-amino, formamidyl, trifluoro-methyl, methyl, amino-carbonyl, dimethyl-amino, methyl-sulphanyl, methyl-formamidyl, methyl-carbonyl, ethenyl, methoxy-carbonyl, isopropyl, isopropyloxy, cyano-methyl, optionally substituted phenyl, optionally substituted isoxazolyl, optionally substituted pyrazolyl, optionally substituted pyrrolidinyl-carbonyl, optionally substituted phenoxy, optionally substituted phenyl-carbonyl, optionally substituted pyridinyl, optionally substituted 1H-indolyl, optionally substituted pyrimidinyl, optionally substituted thiophenyl, optionally substituted benzoxy, optionally substituted furanyl, optionally substituted 2,3-dihydro-benzo[1,4]dioxinyl and optionally substituted [1,3]dioxolanyl;

wherein the optional substituents are selected from 1-3 groups selected from halo, methyl, cyano, carboxy, carboxy-methyl, cyano-methyl, methoxy, methoxy-methyl, hydroxy-methyl, t-butoxy-carbonyl-amino, methyl-carbonyl-amino, methoxy-carbonyl, phenyl, t-butyl, butyl, isopropyl, methyl-sulfonyl-amino, hydroxy, cyclopropyl-formamidyl, methoxy-methyl-amino-carbonyl, cyclopentyl-formamidyl, 2-methoxy-propionyl, dimethyl-amino-carbonyl, phenyl-sulfonyl, methyl-sulfonyl, ethoxy-carbonyl, t-butoxy-carbonyl, methyl-sulfonyl-amino, phenoxy, methyl-amino-carbonyl, diethyl-amino-carbonyl, t-butyl-amino-carbonyl, isobutyl-formamidyl, formamidyl, pyrrolidinyl-carbonyl, benzyl-formamidyl, morpholino-carbonyl, ethyl-formamidyl, methoxy-carbonyl-ethyl, benzyl, butoxy, ethoxy, trifluoro-

methyl, ethoxy-carbonyl-methyl, 1-oxo-1,3-dihydro-isobenzofuran-5-yl,
amino-sulfonyl, chloro-methyl-carbonyl-amino, 2-oxo-piperidin-1-yl, ethyl,
ethanoic acid, 1-methylethanoic acid, trifluoro-methoxy, hydroxy-carbonyl,
methyl-carbonyl-amino-methyl, 4-oxo-piperidin-1-yl-carbonyl, acetyl-amino,
carbonyl-methyl, dimethyl-amino, benzo-amino-carbonyl, methoxy-
carbonyl-amino and 1-carboxy-ethyl C₆₋₁₀aryl C₀₋₄alkyl, C₃₋₈heteroaryl C₀₋₄
 alkyl, C₃₋₁₂cycloalkyl C₀₋₄alkyl and C₃₋₈heterocycloalkyl C₀₋₄alkyl; wherein
 any aryl alkyl, heteroaryl alkyl, cycloalkyl alkyl or heterocycloalkyl alkyl of
 R₂ is optionally substituted by 1 to 5 radicals independently selected from
 halo, cyano-C₀₋₆alkyl, C₁₋₆alkoxy, halo-substituted C₁₋₆alkyl, halo-
 substituted C₁₋₆alkoxy, —OXR₇, —OXC(O)NR₇R₈, —OXC(O)NR₇XC(O)OR₈, —
 OXC(O)NR₇XOR₈, —OXC(O)NR₇XNR₇R₈, —OXC(O)NR₇XS(O)₀₋₂R₈, —
 OXC(O)NR₇XNR₇C(O)R₈, —OXC(O)NR₇XC(O)XC(O)OR₈, —
 OXC(O)NR₇R₉, —OXC(O)OR₇, —OXOR₇, —OXR₉, —XR₉, —OXC(O)R₉, —
 OXS(O)₀₋₂R₉ and —OXC(O)NR₇CR₇[C(O)R₈]₂; wherein X is a selected from
 a bond and C₁₋₆alkylene wherein any methylene of X can optionally be
 replaced with a divalent radical selected from C(O), NR₇, S(O)₂ and O; R₇
 and R₈ are independently selected from hydrogen, C₁₋₆alkyl, C₁₋₆alkoxy,
 halo-substituted C₁₋₆alkyl, halo-substituted C₁₋₆alkoxy, C₆₋₁₀aryl C₀₋₄alkyl,
 C₃₋₈heteroaryl C₀₋₄alkyl, C₃₋₁₂cycloalkyl C₀₋₄alkyl and C₃₋₈heterocycloalkyl
 C₀₋₄alkyl; R₉ is selected from C₆₋₁₀aryl C₀₋₄alkyl, C₅₋₁₀heteroaryl C₀₋₄alkyl,
 C₃₋₁₂cycloalkyl C₀₋₄alkyl and C₃₋₈heterocycloalkyl C₀₋₄alkyl; wherein any
 alkyl of R₉ can have a hydrogen replaced with —C(O)OR₁₀; and any aryl,
 heteroaryl, cycloalkyl or heterocycloalkyl of R₇, R₈ or R₉ is optionally
 substituted with 1 to 4 radicals independently selected from halo, cyano,
 hydroxy, C₁₋₆alkyl, C₃₋₁₂cycloalkyl, halo-substituted C₁₋₆alkyl, C₁₋₆alkoxy,
 halo-substituted C₁₋₆alkoxy, —XC(O)OR₁₀, —XOR₁₀, —XR₁₁, —XOR₁₁, —
 XC(O)R₁₁, —XNR₁₀C(O)OR₁₀, —XNR₁₀C(O)R₁₀, —XNR₁₀S(O)₀₋₂R₁₀, —XS(O)₀₋₂
 R₁₁, —XC(O)R₁₀, —XC(O)NR₁₀R₁₁, —XC(O)NR₁₀OR₁₀, —XC(O)NR₁₀R₁₀, —

~~XS(O)₀₋₂NR₁₀R₁₀ and XS(O)₀₋₂R₁₀; wherein R₁₀ is independently selected from hydrogen, C₁₋₆alkyl and halo-substituted C₁₋₆alkyl; and R₁₁ is independently selected from C₆₋₁₀aryl, C₃₋₈heteroaryl, C₃₋₁₂cycloalkyl and C₃₋₈heterocycloalkyl;~~

R₃ is selected from *t*-butyl, 1,1-dimethyl-butyl, methyl-cyclopentyl, 1,1-dimethyl-propyl, 1-ethyl-1-methyl-propyl, 1,1-dimethyl-2-methyl-propyl and methyl-cyclohexyl C₁₋₁₀alkyl, C₁₋₁₀alkoxy, halo-substituted C₁₋₁₀alkyl, halo-substituted C₁₋₁₀alkoxy and C₃₋₁₂cycloalkyl optionally substituted with 1 to 3 C₁₋₆alkyl radicals;

and the pharmaceutically acceptable salts, hydrates, solvates, isomers and prodrugs thereof.

Claim 2. (Currently Amended) The compound of claim 1, or pharmaceutically acceptable salt thereof, in which

n is selected from 0, 1, 2 and 3;

~~Y is O;~~

R₁ ~~is selected~~ chloro, fluoro, methyl or trifluoromethyl ~~from halo, C₁₋₆alkyl and halo-substituted C₁₋₆alkyl;~~

R₂ is selected from phenyl, benzo[1,3]dioxolyl, cyclopentyl, benzoxazolyl, benzthiazolyl, 2,3-dihydro-benzo[1,4]dioxinyl, 2,3-dihydro-benzofuranyl, 1H-indazolyl, 1H-indolyl, naphthyl and 2-oxo-2,3-dihydro-1H-indol-5-yl, each of which is optionally substituted by 1 to 3 radicals independently selected from halo, hydroxy, methoxy, trifluoro-methoxy, difluoro-methoxy, ethyl, methyl-sulfanyl, methyl-carbonyl-amino, formamidyl, trifluoro-methyl, methyl, amino-carbonyl, dimethyl-amino, methyl-sulphanyl, methyl-formamidyl, methyl-carbonyl, ethenyl, methoxy-carbonyl, isopropyl, isopropoxy, cyano-methyl, optionally substituted phenyl, optionally substituted isoxazolyl, optionally substituted pyrazolyl, optionally substituted pyrrolidinyl-carbonyl, optionally substituted phenoxy, optionally substituted phenyl-carbonyl, optionally substituted pyridinyl, optionally substituted 1H-indolyl, optionally substituted pyrimidinyl, optionally substituted thiophenyl, optionally substituted benzoxy, optionally substituted furanyl,

optionally substituted 2,3-dihydro-benzo[1,4]dioxinyl and optionally substituted [1,3]dioxolanyl.

wherein the optional substituents are selected from 1-3 groups selected from halo, methyl, cyano, carboxy, carboxy-methyl, cyano-methyl, methoxy, methoxy-methyl, hydroxy-methyl, t-butoxy-carbonyl-amino, methyl-carbonyl-amino, methoxy-carbonyl, phenyl, t-butyl, butyl, isopropyl, methyl-sulfonyl-amino, hydroxy, cyclopropyl-formamidyl, methoxy-methyl-amino-carbonyl, cyclopentyl-formamidyl, 2-methoxy-propionyl, dimethyl-amino-carbonyl, phenyl-sulfonyl, methyl-sulfonyl, ethoxy-carbonyl, t-butoxy-carbonyl, methyl-sulfonyl-amino, phenoxy, methyl-amino-carbonyl, diethyl-amino-carbonyl, t-butyl-amino-carbonyl, isobutyl-formamidyl, formamidyl, pyrrolidinyl-carbonyl, benzyl-formamidyl, morpholino-carbonyl, ethyl-formamidyl, methoxy-carbonyl-ethyl, benzyl, butoxy, ethoxy, trifluoro-methyl, ethoxy-carbonyl-methyl, 1-oxo-1,3-dihydro-isobenzofuran-5-yl, amino-sulfonyl, chloro-methyl-carbonyl-amino, 2-oxo-piperidin-1-yl, ethyl, ethanoic acid, 1-methylethanoic acid, trifluoro-methoxy, hydroxy-carbonyl, methyl-carbonyl-amino-methyl, 4-oxo-piperidin-1-yl-carbonyl, acetyl-amino, carbonyl-methyl, dimethyl-amino, benzo-amino-carbonyl, methoxy-carbonyl-amino and 1-carboxy-ethyl C₆₋₁₀aryl C₀₋₄alkyl, C₃₋₈heteroaryl C₀₋₄alkyl and C₃₋₁₂cycloalkyl C₀₋₄alkyl; wherein any aryl-alkyl, heteroaryl-alkyl or cycloalkyl-alkyl of R₂ is optionally substituted by 1 to 3 radicals independently selected from halo, hydroxyl, C₁₋₆alkoxy, halo-substituted C₁₋₆alkyl, halo-substituted C₁₋₆alkoxy, OXR₇, OXC(O)NR₇R₈, OXC(O)NR₇XC(O)OR₈, OXC(O)NR₇XOR₈, OXC(O)NR₇XNR₇R₈, OXC(O)NR₇XS(O)₀₋₂R₈, OXC(O)NR₇XNR₇C(O)R₈, OXC(O)NR₇XC(O)XC(O)OR₈, OXC(O)NR₇R₉, OXC(O)OR₇, OXOR₇, OXR₉, XR₉, OXC(O)R₉ and OXC(O)NR₇CR₇[C(O)R₈]₂; wherein X is a selected from a bond and C₁₋₆alkylene; R₇ and R₈ are independently selected from hydrogen, cyano, C₁₋₆alkyl, halo-substituted C₁₋₆alkyl, C₂₋₆alkenyl and

~~C₃₋₁₂cycloalkyl-C₀₋₄alkyl; R₉ is selected from C₆₋₁₀aryl-C₀₋₄alkyl, C₅₋₁₀heteroaryl-C₀₋₄alkyl, C₃₋₁₂cycloalkyl-C₀₋₄alkyl and C₃₋₈heterocycloalkyl-C₀₋₄alkyl; wherein any alkyl of R₉ can have a hydrogen replaced with—C(O)OR₁₀; and any aryl, heteroaryl, cycloalkyl or heterocycloalkyl of R₉ is optionally substituted with 1 to 4 radicals independently selected from halo, C₁₋₆alkyl, C₃₋₁₂cycloalkyl, halo-substituted C₁₋₆alkyl, C₁₋₆alkoxy, halo-substituted C₁₋₆alkoxy, XC(O)OR₁₀, XC(O)R₁₀, XC(O)NR₁₀R₁₀, XS(O)₀₋₂NR₁₀R₁₀ and XS(O)₀₋₂R₁₀; wherein R₁₀ is independently selected from hydrogen and C₁₋₆alkyl; and R₃ is selected from C₁₋₁₀alkyl and C₃₋₁₂cycloalkyl optionally substituted with 1 to 3 C₁₋₆alkyl radicals.~~

Claim 3. (Cancelled)

Claim 4. (Cancelled)

Claim 5. (Currently Amended) A pharmaceutical composition comprising a therapeutically effective amount of a compound of claim 1, or pharmaceutically acceptable salt thereof, in combination with a pharmaceutically acceptable excipient.

Claim 6. (Withdrawn) A method for treating a disease in an animal in which modulation of LXR activity can prevent, inhibit or ameliorate the pathology and/or symptomatology of the disease, which method comprises administering to the animal a therapeutically effective amount of a compound of claim 1.

Claim 7. (Withdrawn) The method of claim 6, wherein the diseases or disorder are selected from cardiovascular disease, diabetes, neurodegenerative diseases and inflammation.

Claim 8. (Cancelled)

Claim 9. (Cancelled)

Claim 10. (Withdrawn) The method of claim 9 further comprising administering a therapeutically effective amount of a compound of claim 1 in combination with another therapeutically relevant agent.

Claim 11. (New) The compound of claim 1, wherein the compound is selected from:

